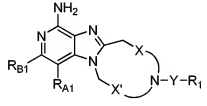
AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims

1. (Canceled)

2. (Currently amended) A compound of the Formula II:



II

wherein:

R_{A1} and R_{B1} are ~~each independently selected from the group consisting of:~~

~~hydrogen,~~

~~halogen,~~

~~alkyl,~~

~~alkenyl,~~

~~alkoxy,~~

~~alkylthio, and~~

~~$N(R_v)_2$;~~

~~or when~~ taken together~~, R_{A1} and R_{B1}~~ to form a fused aryl ring ~~or heteroaryl ring containing one heteroatom selected from the group consisting of N and S~~, wherein the aryl ~~or heteroaryl~~ ring is unsubstituted or substituted by one or more R groups, or substituted by one R_3 group, or substituted by one R_3 group and one R group;

~~or when taken together, R_{A1} and R_{B1} form a fused 5 to 7 membered saturated ring, optionally containing one heteroatom selected from the group consisting of N and S, and unsubstituted or substituted by one or more R groups;~~

X is a bond ~~or a straight or branched chain C_{1-2} alkylene~~;

X′ is $-(CH_2)_2-$ ~~a straight or branched chain C_{1-8} alkylene optionally substituted with hydroxy, $O-R_{11}$, or one or more halogen atoms wherein the hydroxy, $O-R_{11}$, or one or more halogen atoms are bonded to a carbon atom other than a carbon atom adjacent to a nitrogen atom;~~

~~X and X' are further characterized in that the total number of ring carbon atoms contributed by X and X' is 1 to 3~~;

Y is selected from the group consisting of:

a bond,

$-S(O)_2-$,

$-S(O)_2-N(R_8)-$,

$-C(R_6)-$,

$-C(R_6)-O-$,

$-C(R_6)-N(R_8)-$,

$-C(R_6)-N(R_8)-C(R_6)-$, and

$-C(R_6)-N(R_8)-S(O)_2-$;

R_1 is selected from the group consisting of: hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, alkylthio, alkanoyl, alkanoyloxy, alkoxycarbonyl, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxy, mercapto, cyano, aryl, aryloxy, arylthio, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl, amino, aikylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of alkyl, alkenyl, alkynyl, and

heterocyclyl, oxo, and in the case of aryl, methylenedioxy; further with the proviso that when R_{A1} and R_{B1}, together form a fused benzene ring that is unsubstituted or substituted by C_{1-4} alkyl, C_{1-4} alkoxy, or halogen, and Y is a bond, R_1 is not hydrogen or C_{1-4} alkyl;

R is selected from the group consisting of:

halogen,

hydroxy,

alkyl,

alkenyl,

haloalkyl,

alkoxy,

alkylthio, and

$-N(R_9)_2$;

R_3 is selected from the group consisting of:

$-Z-R_4$,

$-Z-X"-R_4$,

$-Z-X"-Y'-R_4$,

$-Z-X"-Y'-X"-Y'-R_4$, and

$-Z-X"-R_5$;

X" is selected from the group consisting of alkylene, alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene wherein the alkylene, alkenylene, and alkenylene groups can be optionally interrupted or terminated by arylene, heteroarylene or heterocyclylene and optionally interrupted by one or more -O- groups;

Y' is selected from the group consisting of:

$-S(O)_{0-2}-$,

$-S(O)_2-N(R_8)-$,

$-C(R_6)-$,

$-C(R_6)-O-$,

$-O-C(R_6)-$,

$-O-C(O)-O-$,

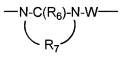
-$N(R_8)$-Q-,

-$C(R_6)$-$N(R_8)$-,

-O-$C(R_6)$-$N(R_8)$-,

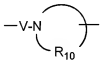
-$C(R_6)$-$N(OR_9)$-,

,

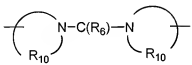


,

,



, and

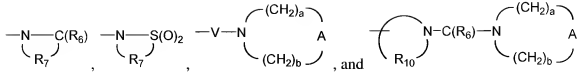


;

Z is a bond or -O-;

R_4 is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl wherein the alkyl, alkenyi, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxy, mercapto, cyan, aryl, aryloxy, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

R_5 is selected from the group consisting of:



R_6 is selected from the group consisting of =O and =S;

R_7 is C_{2-7} alkyene;

R_8 is selected from the group consisting of hydrogen, C_{1-10} alkyl, C_{2-10} alkenyl, C_{1-10} alkoxy-C_{1-10} alkylenyl, and aryl-C_{1-10} alkylenyl;

R_9 is selected from the group consisting of hydrogen and alkyl;

R_{10} is C_{3-8} alkylene;

R_{11} is selected from the group consisting of C_{1-6} alkyl and -Si(C_{1-6} alkyl)$_3$;

A is selected from the group consisting of -CH_2-, -O-, -C(O)-, -$S(O)_{0-2}$-, and N(R_4)-,

Q is selected from the group consisting of a bond, -$C(R_6)$-, -$C(R_6)$-$C(R_6)$-, -$S(O)_2$-, -$C(R_6)$-N(R_8)-W-, -$S(O)_2$-N(R_8)-, -$C(R_6)$-O-, and -$C(R_6)$-N(OR_9);

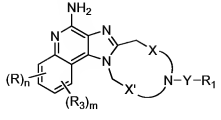
V is selected from the group consisting of -$C(R_6)$-, -O-$C(R_6)$-, -N(R_8)-$C(R_6)$-, and -$S(O)_2$-;

W is selected from the group consisting of a bond, -C(O)-, and -$S(O)_2$-; and

a and b are independently integers from 1 to 6 with the proviso that a + b is ≤ 7; or a pharmaceutically acceptable salt thereof.

3. (Canceled)

4. (Currently amended) A compound of the Formula IV:



IV

wherein:

X is a bond ~~or a straight or branched chain C_{1-2} alkylene~~;

X′ is ~~$-(CH_2)_{2}-$ a straight or branched chain C_{1-8} alkylene optionally substituted with hydroxy, $-O-R_{11}$, or one or more halogen atoms wherein the hydroxy, $-O-R_{11}$, or one or more halogen atoms are bonded to a carbon atom other than a carbon atom adjacent to a nitrogen atom~~;

~~X and X' are further characterized in that the total number of ring carbon atoms contributed by X and X' is 1 to 3;~~

Y is selected from the group consisting of:

a bond,

$-S(O)_2-$,

$-S(O)_2-N(R_8)-$,

$-C(R_6)-O-$,

$-C(R_6)-N(R_8)-$,

$-C(R_6)-N(R_8)-C(R_6)-$, and

$-C(R_6)-N(R_8)-S(O)_2-$;

R_1 is selected from the group consisting of hydrogen, alkyl, alkenyl, alkenyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroaryienyl, and heterocyclyl wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, alkylthio, alkanoyl, alkanoyloxy, alkoxycarbonyl, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxy, mercapto, cyano, aryl, aryloxy, arylthio, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of alkyl, alkenyl, alkenyl, and heterocyclyl, oxo, and in the case of aryl, methylenedioxy;

R is selected from the group consisting of:

halogen,

hydroxy,

alkyl,

alkenyl,

haloalkyl,

alkoxy,

alkylthio, and

$N(R_9)_2$;

R_3 is selected from the group consisting of:

-Z-R_4,

-Z-X"-R_4,

-Z-X"-Y'-R_4,

-Z-X"-Y'-X"-Y'-R_4, and

-Z-X"-R_5;

m is 0 or 1; with the proviso that when m is 1, then n is 0 or 1;

n is an integer from 0 to 4;

X" is selected from the group consisting of alkylene, alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene wherein the alkylene, alkenylene, and alkynylene groups can be optionally interrupted or terminated by arylene, heteroarylene or heterocyclylene and optionally interrupted by one or more -O- groups;

Y' is selected from the group consisting of:

$-S(O)_{0-2}-$,

$-S(O)_2-N(R_8)-$,

$-C(R_6)-$,

$-C(R_6)-O-$,

$-O-C(R_6)-$,

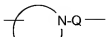
-O-C(O)-O-,

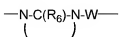
$-N(R_8)-Q-$,

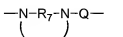
$-C(R_6)-N(R_8)-$,

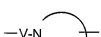
$-O-C(R_6)-N(R_8)-$,

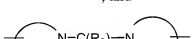
$-C(R_6)-N(OR_9)-$,


,


,


,

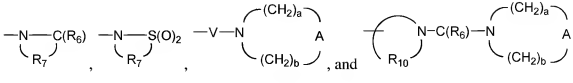

, and


;

Z is a bond or -O-;

R_4 is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxy, mercapto, cyan, aryl, aryloxy, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

R_5 is selected from the group consisting of


;

R_6 is selected from the group consisting of =O and =S;

R_7 is C_{2-7} alkylene;

R_8 is selected from the group consisting of hydrogen, C_{1-10} alkyl, C_{2-10} alkenyl, C_{1-10} alkoxy-C_{1-10} alkylenyl, and aryl-C_{1-10} alkylenyl;

R_9 is selected from the group consisting of hydrogen and alkyl;

R_{10} is C_{3-8} alkylene;

R_{11} is selected from the group consisting of C_{1-6} alkyl and -Si(C_{1-6} alkyl)$_3$;

A is selected from the group consisting of-CH_2-, -O-, -C(O)-, -S(O)$_{0-2}$-, and N(R_4)-;

Q is selected from the group consisting of a bond, -C(R_6)-, -C(R_6)-C(R_6)-, -S(O)$_2$-, -C(R_6)-N(R_8)-W-, -S(O)$_2$-N(R_8)-, -C(R_6)-O-, and -C(R_6)-N(OR_9);

V is selected from the group consisting of -C(R_6)-, -O-C(O)-, -N(R_8)-C(R_6)-, and -S(O)$_2$-;

W is selected from the group consisting of a bond, -C(O)-, and -S(O)$_2$-; and

a and b are independently integers from 1 to 6 with the proviso that a + b is ≤ 7;

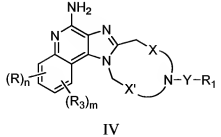
with the proviso that R, is not hydrogen or C_{1-4} alkyl when Y is a bond, and:

n and m are both 0, or

m is 0, n is 1, and R is selected from the group consisting of C_{1-4} alkyl, C_{1-4} alkoxy, and halogen;

or a pharmaceutically acceptable salt thereof.

5. (Currently amended) A compound of the Formula IV:



IV

wherein:

X is a bond ~~or a straight or branched chain C_{1-2} alkylene~~;

X′ is ~~-~~$(CH_2)_{2-}$ ~~a straight or branched chain C_{1-8} alkylene optionally substituted with hydroxy wherein the hydroxy is bonded to a carbon atom other than a carbon atom adjacent a nitrogen atom;~~

~~X and X' are further characterized in that the total number of ring carbon atoms contributed by X and X' is 1 to 3~~;

Y is selected from the group consisting of:

a bond,

$-S(O)_2-$,

$-S(O)_2-N(R_8)-$,

$-C(R_6)-$,

$-C(R_6)-N(R_8)-$,

$-C(R_6)-N(R_8)-C(R_6)-$, and

$-C(R_6)-N(R_8)-S(O)_2-$;

R_1 is selected from the group consisting of. hydrogen, alkyl, alkenyl, alkenyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl wherein the alkyl, alkenyl, alkenyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, alkylthio, alkanoyl, alkanoyloxy, alkoxycarbonyl, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxy, mercapto, cyan, aryl, aryloxy, arylthio, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of alkyl, alkenyl, alkenyl, and heterocyclyl, oxo, and in the case of aryl, methylenedioxy; further with the proviso that when Y is a bond, R_1 is not hydrogen or C_{1-4} alkyl;

R is selected from the group consisting of:

halogen,

hydroxy,

alkyl,

alkenyl,

haloalkyl,

alkoxy,

alkylthio, and

$-N(R_9)_2$;

R_3 is selected from the group consisting of:

$-Z-R_4$,

$-Z-X'-R_4$,

$-Z-X"-Y'-R_4$,

$-Z-X"-Y'-X"-Y'-R_4$, and

$-Z-X"-R_5$;

m is 0 or 1; with the proviso that when m is 1, then n is 0 or 1;

n is an integer from 0 to 4;

X" is selected from the group consisting of alkylene, alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene wherein the alkylene, alkenylene, and alkynylene groups can be optionally interrupted or terminated by arylene, heteroarylene or heterocyclylene and optionally interrupted by one or more -O- groups;

Y is selected from the group consisting of:

$-S(O)_{0-2}-$,

$-S(O)_2-N(R_8)-$,

$-C(R_6)-$,

$-C(R_6)-O-$,

$-O-C(R_6)-$,

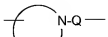
$-O-C(O)-O-$,

$-N(R_8)-Q-$,

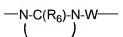
$-C(R_6)-N(R_8)-$,

$-O-C(R_6)-N(R_8)-$,

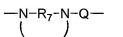
$-C(R_6)-N(OR_9)-$,



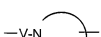
,



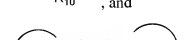
,



,



, and



;

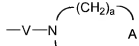
Z is a bond or -O-;

R_4 is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxy, mercapto, cyan, aryl, aryloxy, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

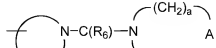
R_5 is selected from the group consisting of

,

,



, and



;

R_6 is selected from the group consisting of =O and =S;

R_7 is C_{2-7} alkylene;

R_8 is selected from the group consisting of hydrogen, C_{1-10} alkyl, C_{2-10} alkynyl, C_{1-10} alkoxy-C_{1-10} alkylenyl, and aryl-C_{1-10} alkylenyl;

R_9 is selected from the group consisting of hydrogen and alkyl;

R_{10} is C_{3-8} alkylene;

A is selected from the group consisting of-CH_2-, -O-, -C(O)-, -$S(O)_{0-2}$-, and $N(R_4)$-;

Q is selected from the group consisting of a bond, -$C(R_6)$-, -$C(R_6)$-$C(R_6)$-, -$S(O)_2$-, -$C(R_6)$-$N(R_8)$-W-, -$S(O)_2$-$N(R_8)$-, -$C(R_6)$-O-, and -$C(R_6)$-$N(OR_9)$;

V is selected from the group consisting of -$C(R_6)$-, -O-$C(R_6)$-, -$N(R_8)$-$C(R_6)$-, and -$S(O)_2$-;

W is selected from the group consisting of a bond, -C(O)-, and -$S(O)_2$-; and

a and b are independently integers from 1 to 6 with the proviso that a + b is ≤ 7;

or a pharmaceutically acceptable salt thereof.

6.-12. (Canceled)

13. (Previously presented) A compound or salt of claim 4 wherein m is 0 and n is 0.

14. (Canceled)

15. (Previously presented) A compound or salt of claim 2 wherein Y is selected from the group consisting of-C(O)-, -$S(O)_2$-, or -C(O)-NH-, and R_1 is C_{1-3} alkyl.

16. (Previously presented) A compound or salt of claim 15 wherein Y is -$S(O)_2$-, and R_1 is methyl.

17.-22. (Canceled)

23. (Previously presented) A compound or salt of claim 4 wherein the compound is 9-(methylsulfonyl)-9,10,11,12-tetrahydro-8*H*-[1,4]diazepino[1',2':1,2]imidazo[4,5-*c*]quinolin-6-amine or a pharmaceutically acceptable salt thereof.

24. (Previously presented) A pharmaceutical composition comprising a therapeutically effective amount of a compound or salt of claim 2 in combination with a pharmaceutically acceptable carrier.

25.-27. (Canceled)

28. (Previously presented) A compound or salt of claim 4 wherein Y is selected from the group consisting of –C(O)-, -$S(O)_2$-, -C(O)-NH-, and R_1 is C_{1-3} alkyl.

29. (Previously presented) A compound or salt of claim 28 wherein Y is –$S(O)_2$, and R_1 is methyl.

30.-33. (Canceled)

34. (Previously presented) A pharmaceutical composition comprising a therapeutically effective amount of a compound or salt of claim 4 in combination with a pharmaceutically acceptable carrier.

35.-39. (Canceled)

40. (Previously presented) A pharmaceutical composition comprising a therapeutically effective amount of a compound or salt of claim 23 in combination with a pharmaceutically acceptable carrier.

41. (Canceled)